

Long Term Reverse Convertible

Final Terms and Conditions

Issuer: Commerzbank AG
Lead Manager: Commerzbank AG
Type: Note issued under the Issuer's Notes/Certificates program

Underlying: GERDAU SA -SPON ADR, (Bloomberg: GGB UN Equity, ISIN: US3737371050)

Trade Date: 27 October 2008
Strike Date: 29 October 2008
Payment Date: 31 October 2008
Coupon Payment Dates: 02 November 2009, 01 November 2010, 04 November 2011
Valuation Date: 28 October 2011
Redemption Date: 04 November 2011

Issue Price: 100%
Minimum Trading Amount: EUR 1,000
Currency: EUR
Nominal Amount: **EUR 600,000**
Denominations: EUR 1,000
Strike Price: 100% of Initial Spot Price
Initial Spot Price: **USD 6.03**
Barrier: 80% of Initial Spot Price
USD 4.82
Coupon: **13% p.a. , payable on the Coupon Payment Dates**

Redemption at Maturity:

On the Redemption Date holders will receive:

If the closing price of the Underlying on the Final Valuation Date is greater than or equal to the relevant Barrier
Denomination * 100%

OR

If the closing price of the Underlying on the New York Stock Exchange on the Valuation Date is below its Barrier, the holder will receive a number of shares of the Underlying equal to:

$$\frac{\text{Denomination} * F}{100\% * WP_k}$$

Where:

WP_k means the initial Spot Price of the Underlying
F is the value of 1 EUR expressed in USD on the Valuation Date

Day Count Basis: Actual/Actual(ISDA)
Business Day For Payments: TARGET
Business Day Convention: Following Business Day (Unadjusted)
ISIN: XS0396639709
WKN: CB890A / A3143
Telekurs Code: 4774685
Settlement: Euroclear/Clearstream
Listing: None
Calculation Agent: Commerzbank AG
EU Savings Tax Classification: In Scope / Code 6
Secondary Market: On the secondary market, traded prices will not include any accrued interest ("clean prices").

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